

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF MICHIGAN**

KYLE SULLIVAN and JEANNE SLOAN,
individually and on behalf of all others similarly
situated,

Plaintiffs,

v.

WENNER MEDIA LLC, a Delaware
corporation

Defendants.

Case No. 1:16-cv-00960-JTN-ESC

**DECLARATION OF SETTLEMENT ADMINISTRATOR
JENNIFER M. KEOUGH**

I, JENNIFER M. KEOUGH, declare as follows:

1. I am the Chief Executive Officer of JND Legal Administration LLC (“JND”).

JND is a legal administration services provider with operations centers in Denver, Minneapolis, and Seattle. JND has extensive experience with all aspects of legal administration and has administered settlements in hundreds of class action cases.

2. JND is serving as the Settlement Administrator in the above-captioned litigation, as ordered by the Court in its Order Granting Preliminary Approval of Class Action Settlement dated December 19, 2017 (“Order”)¹. This Declaration is based on my personal knowledge, as well as upon information provided to me by experienced JND employees, and if called upon to do so, I could and would testify competently thereto.

¹ Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Settlement Agreement.

COURT APPROVAL OF DISTRIBUTION

3. On May 22, 2018, the Court entered a Settlement Order and Final Judgment (the "Judgment") constituting a final adjudication of the merits of all claims of the Settlement Class, granting payment of the Incentive Award to each of the Representative Plaintiffs, awarding attorneys' fees and costs to compensate Class Counsel for their time incurred and costs advanced, and directing payment timing in accordance with the terms prescribed in the Settlement Agreement.

4. On January 9, 2018, JND received a wire transfer in the amount of \$550,000 pursuant to 1.21 of the Agreement. As of the date of this Declaration, JND has not requested any additional amounts pursuant to 4.06 of the Agreement.

ATTORNEYS' FEES AND COSTS, INCENTIVE AWARD

5. On July 12, 2018, JND effected a wire transfer in the amount of \$305,000.00 to Class Counsel's attorney trust account, representing payment of the Court-approved Class Counsel fees and costs in the amount of \$300,000.00 in accordance with the Judgment and payment of one Incentive Award. On August 9, 2018, JND became aware that the amount transferred in respect of the Incentive Award was incorrect and accordingly effected a further wire transfer in the amount of \$5,000.00, representing the balance of the Incentive Award payable to the Representative Plaintiffs.

DETERMINATION OF CLAIMS

6. As of March 5, 2018, the deadline to submit completed Claim Forms over the Internet or to the address set forth on the Class Notice, JND had received a total of 2,670 Claim Forms. JND received six further Claim Forms after the March 5, 2018, deadline, which were rejected as untimely.

7. Of the 2,670 timely claims received, 879 were determined to be valid, of which:
 - a. 446 were claims received from Direct Subscriber Subclass Members who submitted a claim for a Cash Distribution Amount;
 - b. 189 were claims received from Direct Subscriber Subclass Members who submitted a claim for a one-year subscription voucher;
 - c. 62 were claims received from Direct Subscriber Subclass Members who submitted a claim for a six-month subscription voucher;
 - d. 182 were claims received from Indirect Subscriber Subclass Members who submitted a claim for a six-month subscription voucher.
8. A total of 1,791 claims were determined to be invalid, of which:
 - a. 1,006 were claims received from non-Settlement Class Members;
 - b. 734 were claims received from Indirect Subscriber Subclass Members who either did not make an award election or submitted a claim for an award that was only available to Direct Subscriber Subclass Members;
 - c. 51 were duplicate claims.

CLASS MEMBER BENEFITS

9. Pursuant to 4.06 of the Agreement, on September 20, 2018, JND mailed checks to those Direct Subscriber Subclass Members who were approved to receive a Cash Distribution Amount and issued subscription vouchers to Eligible Claimants who had elected to receive a subscription voucher. JND also issued one-year subscription vouchers to those Direct Subscriber Subclass Members who did not submit a claim form. Vouchers were issued by email where an email address was available or by postcard notice if an email address was not available. Sample subscription vouchers are attached hereto as **Exhibit A**.

10. Following the distribution of checks to eligible Direct Subscriber Subclass Members, it was discovered that the maximum cash amount of \$10.00 applicable if Wenner opts to substitute a cash equivalent to redeemed subscription vouchers had been applied to the calculation of the Cash Distribution Amount. This resulted in the amount paid to the 446 Direct Subscriber Subclass Members who received a check being less than the amount payable pursuant to 1.10(b) of the Agreement. On November 4, 2019, JND issued supplemental checks in the amount of \$1.55 to the approved Direct Subscribers affected by this event.

NOTICE OF INELIGIBILITY

11. JND e-mailed a Notice of Ineligibility to claimants whose claims were determined to be invalid informing them that their claim had been disallowed, including a brief statement of the reason(s) why their claim was disallowed and advising that the determination of disallowance is final and not subject to challenge by the claimant. JND subsequently mailed a Notice of Ineligibility to ineligible claimants who did not provide an e-mail address or to whom the Notice of Ineligibility could not be delivered at the provided e-mail address. Sample Notices of Ineligibility are attached hereto as **Exhibit B**.

SUBSCRIPTION VOUCHER REDEMPTION

12. JND received a total of 3,903 unique subscription vouchers for redemption, comprising 51 six-month subscription voucher redemption requests and 3,852 one-year subscription voucher redemption requests.

13. Pursuant to 4.06 of the Agreement, JND provided a report to Defense Counsel identifying those Class Members who had submitted a redemption request. Following their review of the report, Wenner opted to not exercise its right to replace redeemed subscriptions with a cash equivalent.

REQUESTS FOR EXCLUSION

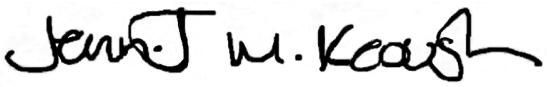
14. In addition to the requests for exclusion previously reported in my Declaration dated March 26, 2018, JND received one untimely request for exclusion postmarked April 7, 2018 and received on April 12, 2018. The individual who submitted the untimely request for exclusion was identified as a class member but indicated in their request that they were requesting exclusion because they did not subscribe to *Rolling Stone*, *Men's Journal* or *U.S. Weekly*.

SETTLEMENT ADMINISTRATION

15. JND's fees and expenses for the administration of the settlement total \$125,000.00.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 5, 2019, at Seattle, Washington.

By: 
Jennifer M. Keough